

# EnOcean GmbH, a Global Leader in Energy-Harvesting Internet of Things (IoT) Technologies Announces Plans to Bring Sustainable IoT Solutions Company to the Public Markets Via Transaction With Parabellum Acquisition Corp.

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**EnOcean GmbH (“EnOcean”), the pioneer of energy harvesting Internet-of-Things (“IoT”) devices and sensor-to-cloud solutions, and Parabellum Acquisition Corp. (NYSE:PRBM), a publicly traded special purpose acquisition company (“Parabellum”), announced today that they have entered into a definitive business combination agreement that will result in EnOcean becoming a publicly listed company subject to the closing. Upon closing of the transaction, the combined company will be named EnOcean Holdings, N.V. and be listed on the NYSE and trade under the new ticker symbol “SIOT”, or Sustainable IoT.**

EnOcean has pioneered and is a leader in energy harvesting based IoT devices, devoted to commercial buildings and smart spaces. EnOcean has extensive OEM partnerships with over 300 customers and is a founding member of EnOcean Alliance, a non-profit international association of companies that enables and promotes interoperable eco-systems for smart homes, smart buildings and smart spaces with over 300 members. Further, EnOcean has, through its recently announced partnership with Aruba Networks, also developed an innovative cloud solution called IoTC, which represents EnOcean devices on the cloud by utilizing existing infrastructure of Aruba’s access points. EnOcean’s IoTC thereby enables the rollout of maintenance-free IoT devices for offices without the need of creating any new infrastructure, including additional gateways or access points. The business combination is expected to provide EnOcean with growth capital to expand deployment of its innovative technology and provide capital for strategic acquisitions.

## **Management Commentary**

“The accelerating drive towards more sustainable buildings by both real estate owners as well as tenants, compounded by sharply rising cost of energy, are creating a market for

sustainable IoT solutions that drive down the usage of energy. We believe EnOcean is strongly positioned to capitalize on these long-term trends and are seeking ways to accelerate its growth beyond organic developments. For that reason, EnOcean acquired the smart-server business from Renesas Electronics Corporation on October 1, 2022, and is pursuing a strategy for additional acquisitions. We believe getting access to public markets through the business combination with Parabellum is a perfect path forward for EnOcean. This path creates a healthy balance sheet for EnOcean and continued access to public markets for strategic initiatives,” said Raoul Wijgergangs, CEO of EnOcean.

“When we started our journey at Parabellum, we indicated to our investors that our ideal target company would be one that is focused on the accelerated pace of IoT transformation across several key verticals, has proprietary technologies, has an excellent management team, has a defensible business model, and, more importantly, a proven track record in enabling smart, IoT-enabled spaces,” said Narbeh Derhacobian, CEO of Parabellum Acquisition Corporation. “We believe EnOcean meets all the criteria that we set out back in September of 2021. Over the last several quarters, we have come to understand and appreciate the vision of the transformation that Raoul and his management team have set forth. We believe EnOcean is ready to benefit from a stronger balance sheet and execute on their vision of growth as a public company. The team at Parabellum is here to support this exciting journey for EnOcean.”

## **Transaction Overview**

The business combination values EnOcean at an equity value of \$120 million. The combined company will receive approximately \$146.5 million USD in gross proceeds from Parabellum’s trust account, assuming no redemptions by Parabellum’s public stockholders, and up to \$40 million in additional financing to be raised prior to the closing of the business combination. Following the closing, the combined company will continue to operate the business of EnOcean from its offices in Oberhaching, Germany.

The transaction has been approved by the shareholders’ committee of EnOcean and the board of directors of Parabellum and is currently expected to close in the first half of 2023, subject to regulatory and stockholder approvals, and other customary closing conditions. Additional information about the proposed transaction, including a copy of the business combination agreement and investor presentation, will be provided in a Current Report on Form 8-K to be filed by Parabellum with the Securities and Exchange Commission (“SEC”)

and will be available on Parabellum's website at [www.parabellumac.com](http://www.parabellumac.com), EnOcean's website at [www.enocean.com](http://www.enocean.com), and at the SEC's website at [www.sec.gov](http://www.sec.gov).

## **Advisors**

Acuity Advisors is serving as Financial Advisor to EnOcean. Dentons is serving as legal counsel to EnOcean.

B. Riley Securities is serving as Financial and Capital Markets Advisor and sole placement agent to Parabellum. DLA Piper, LLP (US) and Ashurst LLP are acting as legal counsel to Parabellum. Kirkland & Ellis LLP is acting as placement agent counsel.

## **About EnOcean**

EnOcean GmbH is the pioneer of energy harvesting. Headquartered in Oberhaching, near Munich, with its subsidiary in Salt Lake City, UT, the company delivers valuable data for the Internet of Things (IoT) with its resource-saving technology. For more than 20 years, EnOcean has been producing maintenance-free wireless switches and sensors, which gain their energy from the surroundings – from movement, light or temperature. The combination of miniaturized energy converters, ultra-low power electronics and robust radio technology based on open standards (EnOcean, Zigbee and Bluetooth®) forms the foundation for digitized buildings, services and production processes in the IoT. The self-powered solutions are used in building automation, smart homes, LED lighting control and industrial applications. As an innovation driver, EnOcean is a strong partner for more than 350 leading product manufacturers and has already completed more than a million buildings worldwide with energy harvesting solutions.

For more information, please visit [www.enocean.com](http://www.enocean.com).

## **About Parabellum Acquisition Corp.**

Parabellum is a blank-check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. The Company focus is on businesses that have unique proprietary technologies and business models and are actively engaged in the Internet of Things ("IoT") transformation in a variety of segments such as consumer,

industrial, automotive, medical and others. Visit [www.parabellumac.com](http://www.parabellumac.com) for more information.

## **Additional Information**

This communication is being made in respect of the proposed transaction involving EnOcean GmbH, a private limited company incorporated under the Laws of Germany (“EnOcean”), EnOcean Holdings B.V., a private company with limited liability incorporated under the Laws of the Netherlands (“Holdco”), Artemis Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Holdco, and Parabellum Acquisition Corp., a Delaware corporation (“Parabellum”). This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. In connection with the proposed transaction, EnOcean Holdings B.V. will file with the Securities and Exchange Commission (“SEC”) a registration statement on Form F-4 that will include a proxy statement of Parabellum in connection with Parabellum’s solicitation of proxies for the vote by Parabellum’s shareholders with respect to the proposed transaction and other matters as may be described in the registration statement. EnOcean and Parabellum also plan to file other documents with the SEC regarding the proposed transaction and a proxy statement/prospectus will be mailed to holders of shares of Parabellum’s Class A Common Stock. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS ARE URGED TO READ THE FORM F-4 AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The proxy statement/prospectus, as well as other filings containing information about EnOcean and Parabellum will be available without charge at the SEC’s Internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus can also be obtained, when available, without charge, from EnOcean’s website at [www.enocean.com](http://www.enocean.com). Copies of the proxy statement/prospectus can be obtained, when available, without charge, from Parabellum’s website at [www.parabellumac.com](http://www.parabellumac.com).

## **Participants in the Solicitations**

EnOcean, EnOcean Holdings B.V., Parabellum and certain of their respective directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitation of proxies from Parabellum's stockholders in connection with the proposed transaction. You can find more information about Parabellum's directors and executive officers in Parabellum's final prospectus dated September 27, 2021 and filed with the SEC on September 29, 2021. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be included in the proxy statement/prospectus when it becomes available. Shareholders, potential investors and other interested persons should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from the sources indicated above.

## **No Offer or Solicitation**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act, or an exemption therefrom.

## **Forward-Looking Statements**

Certain statements included in this communication that are not historical facts are forward-looking statements. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "predict," "potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objections, expectations, and intentions of EnOcean and Parabellum, the expected timing of completion of the transaction, and other statements that are not historical facts. These statements are based on information available to EnOcean and Parabellum as of the date hereof and neither EnOcean nor Parabellum is under any duty to

update any of the forward-looking statements after the date of this Presentation to conform these statements to actual results. These statements are based on various assumptions, whether or not identified in this communication, and on the current expectations of the respective management of EnOcean and Parabellum as of the date hereof and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and should not be relied on by an investor or others as, a guarantee, an assurance, a prediction, or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of EnOcean and Parabellum. These forward-looking statements are subject to a number of risks and uncertainties, including, but not limited to, changes in domestic and foreign business, market, financial, political, and legal conditions; the inability of the parties to successfully or timely consummate the proposed transaction, including the risk that any regulatory approvals or the SEC's declaration of the effectiveness of our prospectus/proxy statement are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the proposed transaction or that the approval of the requisite equity holders of Parabellum is not obtained; failure to realize the anticipated benefits of the proposed transaction; risks relating to the uncertainty of the projected financial information with respect to EnOcean; risks related to the rollout of EnOcean's business and the timing of expected business milestones; the effects of competition on EnOcean's business; the amount of redemption requests made by Parabellum's stockholders; the ability of Parabellum or EnOcean to issue equity or equity-linked securities or obtain debt financing in connection with the proposed transaction or in the future; and those factors discussed in Parabellum's final prospectus dated September 29, 2021, under the heading "Risk Factors," and other documents Parabellum has filed, or will file, with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that neither Parabellum nor EnOcean presently know, or that Parabellum or EnOcean currently believe are immaterial, that could also cause actual results to differ from those contained in the forward-looking statements. In addition, the forward-looking statements reflect Parabellum's and EnOcean's expectations, plans, or forecasts of future events and views as of the date of this communication. Parabellum and EnOcean anticipate that subsequent

events and developments will cause Parabellum's and EnOcean's assessments to change. However, while Parabellum and EnOcean may elect to update these forward-looking statements at some point in the future, Parabellum and EnOcean specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as a representation of Parabellum's and EnOcean's assessments as of any date subsequent to the date of this communication. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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